HYWOOD ANTHONY J

Form 4

December 18, 2002

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

X Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and Address			and Ticke porated/D		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (Fir 512 Bridge Street	,	of Reporting Person,					atement for h/Day/Year ast 26, 2002		Director 10% Owner Other (give title below) Other (specify below) Other - Managing Director - Asia				
(Sti							5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (S	tate) (Zip)		Table I Non-Derivative Securities Acquired,							Disposed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	ned 3. Trans- action (A) or Disposed (Instr. 3, 4 & 5) Code (Instr. 8) Code V Amount (A) or (D)							6. Owner-ship Form: Indirect Direct (D) Beneficial or Indirect Ownership (I) (Instr. 4)					
Common Stock, no par value									11,577	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

(e.g., puis, earls, warrants, options, convertible securities)													
1. Title of	2. Conver-	3. Trans-	3A.	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Na		
Derivative	sion or	action	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indi		
Security	Exercise	Date	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Benefi		
	Price of		Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Owner		
(Instr. 3)	Derivative	(Month/	if any		Acquired	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr.		
	Security	Day/	(Month/	(Instr.	(A) or				Following	ative			
		Year)	Day/	8)	Disposed				Reported	Security:			

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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	Year)		Year)			of (D) (Instr. 3 & 5)	3, 4					Transaction(s) (Instr. 4)	Direct (D) or Indirect	
				Code	V	(A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares		(I) (Instr. 4)	
Employee Stock Option & Tandem SAR - Issued 08/26/02	\$6.25	08/26/02		A (1)	V	15,000		08/26/05	08/26/12 ⁽²⁾	Common Stock	15,000	15,000	D	

Explanation of Responses:

(1) Grant to reporting person under company's Omnibus Stock Incentive Plan.

(2) SARs expire five years from issue date. Stock Options expire ten years from issue date. Exercise of one results in expiration of the other.

By: /s/ Anthony J. Hywood

12/05/02

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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^{**}Signature of Reporting Person

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).